

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

EARTH FARE, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 20-10256 (KBO)

(Jointly Administered)

Docket Ref. No. 122

**NOTICE OF (I) REVISED PROPOSED BID DEADLINE, AUCTION DATE,
AND OTHER SALE-RELATED DEADLINES AND (II) SALE HEARING**

PLEASE TAKE NOTICE that, on February 14, 2020, the Court entered that certain *Order (A) Approving De Minimis Asset Sale Procedures; (B) Approving Certain Bidding Procedures, Assumption and Assignment Procedures, and the Form and Manner of Notice Thereof; (C) Authorizing the Debtors to Enter into Asset Purchase Agreements with Stalking Horse Bidders; and (D) Scheduling a Hearing on the Approval of the Sale of the Debtors' Remaining Assets Free and Clear of All Encumbrances as Well as the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases* [Docket No. 55] (the “**Bidding Procedures/De Minimis Asset Sale Order**”). The Bidding Procedures/De Minimis Asset Sale Order approved, among other things, the implementation of certain Bidding Procedures,² including a sale timeline, for the disposition of Assets with an aggregate selling price equal to or greater than \$100,000.

PLEASE TAKE FURTHER NOTICE that the Debtors have received a Qualifying Bid from the landlord at their Kalamazoo, Michigan location, for the Assets located in that facility, which Qualifying Bid is accompanied by an agreement to terminate the subject lease. The Debtors intend to seek approval of the sale of such Assets by no later than the Sale Hearing scheduled for February 27, 2020, at 2:00 p.m. (ET).

PLEASE TAKE FURTHER NOTICE that the Debtors, in consultation with the Consultation Parties, have extended certain sale-related deadlines for the Assets other than those indicated in the prior paragraph, as set forth in the chart attached hereto as Exhibit A.³

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Earth Fare, Inc. (3936) and EF Investment Holdings, Inc. (8084). The mailing address for each of the Debtors is 220 Continuum Drive, Fletcher, North Carolina 28732.

² All terms not otherwise defined herein shall have the meanings ascribed to them in the Bidding Procedures/De Minimis Asset Sale Order (including the Bidding Procedures).

³ Pursuant to the Bidding Procedures, the Debtors and their estates reserved the right to, after consultation with the Consultation Parties, modify the Bidding Procedures at or prior to the Auction, including, without limitation, to extend the deadlines set forth in the Bidding Procedures, and the Bidding Procedures/De Minimis Asset Sale Order provided that the Debtors, subject to the terms of the Bidding Procedures/De Minimis Asset Sale Order and the

Dated: February 24, 2020
Wilmington, Delaware

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Bidding Procedures, have the right, in consultation with the Consultation Parties, to, among other things, (a) adjourn or cancel an Auction and the Sale Hearing and (b) modify the Bidding Procedures consistent with their fiduciary duties and bankruptcy law.

EXHIBIT A

<u>Event</u>	<u>Original Date</u>	<u>Modified Date</u>
Deadline to Serve Additional Assumption Notices	February 14, 2020	March 3, 2020
Stalking Horse Designation Deadline	February 19, 2020	March 6, 2020
Deadline to Serve Stalking Horse Purchaser Adequate Assurance Information	Within one (1) day of the entry of any order approving a Stalking Horse Purchaser	Within one (1) day of the entry of any order approving a Stalking Horse Purchaser
Deadline to file proposed Sale Order	February 20, 2020, at 4:00 p.m. (ET)	Two (2) weeks before the Sale Hearing
Bid Deadline	February 21, 2020, at 5:00 p.m. (ET)	March 16, 2020, at 5:00 p.m. (ET)
Deadline to Object to Additional Assumption Notices	February 21, 2020, at 4:00 p.m. (ET)	March 17, 2020, at 4:00 p.m. (ET)
Deadline to Serve Adequate Assurance Information	February 22, 2020	March 17, 2020
Deadline to Object to Sale (other than with respect to the conduct of the Auction and designation of a Successful Bidder)	February 24, 2020, at 4:00 p.m. (ET)	March 17, 2020, at 4:00 p.m. (ET)
Deadline to Object to Adequate Assurance of Stalking Horse Purchaser	February 26, 2020, at 4:00 p.m. (ET)	March 20, 2020, at 4:00 p.m. (ET)
Auction Commencement	February 25, 2020, at 10:00 a.m. (ET)	March 23, 2020, at 10:00 a.m. (ET)

<u>Event</u>	<u>Original Date</u>	<u>Modified Date</u>
Deadline to Object to Conduct of Auction, Designation of Successful Bidders, and Adequate Assurance	At the commencement of the Sale Hearing	At the commencement of the Sale Hearing
Sale Hearing	February 27, 2020, at 2:00 p.m. (ET)	March 24, 2020, at 1:00 p.m. (ET)